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Transportation Solutions for the 21st Century

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August 28, 2026

312117

VIA E-FILING

Chief of Case Administration
Office of Chief Counsel
Surface Transportation Board
395 E Street, S.W.
Washington, DC 20423-0001

ENTERED
Office of Chief Counsel
August 28, 2026
Part of
Public Record

Re: Fortress Investment Group LLC et al. – Intra-Corporate Family Exemption, FD 36951

Dear Chief of Case Administration:

Pursuant to 49 C.F.R. §1180.2(d)(3), Fortress Investment Group LLC (“Fortress”), a non-carrier, for the benefit of FTAI Infrastructure Inc. (“FTAI”), which directly or indirectly controls (through the following entities, each of which controls the next) Percy Acquisition LLC, which has changed its name to Transtar Holdings LLC (“Transtar Holdings”), FIP RR Holding Company LLC (“FIPRR HoldCo”), FIP RR Holdings LLC (“FIPRR Holdings”), FIP RR 1 LLC (“FIPRR1”), and FIP RR 2 LLC (“FIPRR2”), files this verified notice of exemption seeking authority to engage in an intra-corporate family transaction. A \$1,800.00 filing fee has been paid via Pay.gov. If there are any questions about this matter, please contact me directly, either by telephone at (202) 663-7823 or by email at wmullins@mullinslawgroup.net. If I am not available, you may also contact Rose-Michele Nardi, who can be reached at (202) 663-7852 or by e-mail at rnardi@mullinslawgroup.net.

Respectfully submitted,

/s/ *William A. Mullins*

William A. Mullins
Attorney for Fortress Investment Group LLC

Enclosures

FEE RECEIVED
August 28, 2026
SURFACE
TRANSPORTATION BOARD

FILED
August 28, 2026
SURFACE
TRANSPORTATION BOARD

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36951

**FORTRESS INVESTMENT GROUP LLC ET AL.
—INTRA-CORPORATE FAMILY TRANSACTION EXEMPTION—**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. 1180.2(d)(3)**

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**Counsel for Fortress Investment Group
LLC**

August 28, 2026

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—INTRA-CORPORATE FAMILY TRANSACTION EXEMPTION—**

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PURSUANT TO 49 C.F.R. §1180.2(d)(3)**

Pursuant to 49 C.F.R. §1180.2(d)(3), Fortress Investment Group LLC (“Fortress”), a non-carrier, for the benefit of FTAI Infrastructure Inc. (“FTAI”), which directly or indirectly controls (through the following entities, each of which controls the next) Percy Acquisition LLC, which has changed its name to Transtar Holdings LLC (“Transtar Holdings”), FIP RR Holding Company LLC (“FIPRR HoldCo”), FIP RR Holdings LLC (“FIPRR Holdings”), FIP RR 1 LLC (“FIPRR1”), and FIP RR 2 LLC (“FIPRR2”), files this verified notice of exemption (“Notice”), seeking authority to engage in an intra-corporate family transaction.¹ Currently, FIPRR2 directly controls The Wheeling Corporation (“Wheeling Corp.”),² a noncarrier that has two rail carrier

¹ FTAI is managed by an affiliate of Fortress. FTAI owns 99% of Transtar Holdings (f/k/a Percy Acquisition LLC), which owns 100% of FIPRR HoldCo, which owns 100% of FIPRR Holdings, which owns 100% of the voting interests in FIPRR1, which owns 100% of FIPRR2, which: owns 100% of Wheeling Holding (f/k/a Transtar, LLC); and, upon the consummation of W&LE (defined below) distributing to Wheeling Corp. W&LE’s minority interest in Wheeling Corp as described in the resolution attached hereto as Exhibit B, will own 100% of Wheeling Corp.

² See Fortress Investment Group LLC — Control Exemption — Wheeling & Lake Erie Railway Company And Akron Barberton Cluster Railway, FD 36878, (STB served Nov. 26, 2025). The decision permitted Fortress Investment Group LLC to acquire control of Wheeling Corp. and its wholly owned rail carrier subsidiaries, W&LE and ABC (defined below). When consummating

subsidiaries: Wheeling & Lake Erie Railway (“W&LE”), a Class II common carrier, and Akron Barberton Cluster Railway Company (“ABC”), a Class III common carrier.³

In addition, FIPRR2 currently also directly controls Transtar, LLC, which has changed its name to The Wheeling Holding Company LLC (“Wheeling HoldCo”). Wheeling HoldCo (f/k/a Transtar, LLC) controls six common carriers: (1) Union Railroad Company, LLC (“URR”); (2) Gary Railway Company, LLC (“GRW”); (3) Delray Connecting Railroad Company (“DCRR”); (4) Texas & Northern Railway Company, LLC (“TNRR”); and (5) The Lake Terminal Railroad Company, LLC (“LTRR”); and East Ohio Valley Railway LLC (“EOVR”),⁴ one private switching railroad, Fairfield Southern Company LLC, and an equipment leasing corporation, Birmingham Southern Railroad (“BSRR”).⁵

The proposed transaction (“Transaction”) seeks to transfer direct control of Wheeling Corp. (which owns and control W&LE and ABC) from FIPRR2 to Wheeling HoldCo (f/k/a Transtar, LLC).⁶ Fortress will continue to manage FTAI, which will continue to indirectly

that acquisition, FIPRR Holdings assigned Wheeling Corp. (including W&LE and ABC) to FIPRR2.

³ As part of the Transaction, W&LE and ABC will be converted to Delaware limited liability companies and Wheeling Corp. may be converted to a Delaware limited liability company.

⁴ Fortress obtained indirect control and Wheeling HoldCo (f/k/a Transtar, LLC) obtained direct control of EOVR through two transactions. See East Ohio Valley Railway LLC—Acquisition & Operation Exemption—Ohio River Partners Shareholder LLC, FD 36682 (STB served March 31, 2023); and Fortress Investment Group LLC—Continuance in Control Exemption—East Ohio Valley Railway LLC, FD 36683 (STB served March 31, 2023).

⁵ Wheeling HoldCo (f/k/a Transtar, LLC) has converted GRW, TNRR, BSRR, and LTRR to Delaware limited liability companies.

⁶ In 2018, Fortress was authorized to indirectly control DesertXpress Enterprises, LLC (DXE) (now known as XpressWest/Brightline West), a common carrier railroad authorized to construct a high-speed passenger rail line in California and Nevada while remaining in indirect control of its other railroads. See, FD 36225, Fortress Investment Group LLC—Continuance in Control Exemption—Central Maine & Quebec Railway US Inc., Ohio River Partners Shareholder LLC,

control FIPRR2 as follows: FTAI will continue to control Transtar Holdings (f/k/a Percy Acquisition LLC), which will continue to control FIPRR HoldCo, which will continue to control FIPRR Holdings, which will continue to control, and FIPRR2, which will continue to control Wheeling HoldCo (f/k/a Transtar, LLC), which will then control Wheeling Corp. The Transaction will “not result in any adverse changes in service levels, significant operational changes, or a change in the competitive balance with carriers outside the corporate family.” Accordingly, the Transaction qualifies as a corporate family exemption under the regulations of the Surface Transportation Board (“Board”), pursuant to 49 C.F.R. §1180.2(d)(3).⁷

SPECIFIC INFORMATION REQUIRED BY THE REGULATIONS

The information required for this exemption is set forth at 49 C.F.R. §1180.4(g) and is detailed below.

49 C.F.R. §1180.6(a)(1)(i): *A brief summary of the proposed transaction, the name of applicants, their business address, telephone number, and the name of the counsel to whom questions regarding the transaction can be addressed.*

Upon this Notice becoming effective, FIPRR2’s equity interests in Wheeling Corp. will be transferred to Wheeling HoldCo (f/k/a Transtar, LLC). As a result, Wheeling HoldCo (f/k/a Transtar, LLC), and not FIPRR2, will directly control Wheeling Corp. The Transaction will not

and DesertXpress Enterprises, LLC, (STB served Oct. 11, 2018). Fortress no longer controls, either directly or indirectly, XpressWest/Brightline (f/k/a DesertXpress Enterprises, LLC).

⁷ To the extent the Board finds jurisdiction under 49 U.S.C. §11323, applicants seek to use the § 1180.2(d)(3) class exemption. Given the decisions in RailAmerica, Inc.--Corp. Family Transaction Exemption-Huron & E. Ry., FD 32068, slip op. at 1 (ICC served June 18, 1992) (dismissing notice of exemption involving insertion of noncarrier holding company between three stockholders and two rail carriers that they controlled); DMH Trust fbo Martha M. Head--Corp. Family Exemption, FD 36316 (STB served July 10, 2019) (dismissing notice of exemption in a similar transaction); and Hainesport Transp. Grp.--Corp. Family Transaction Exemption, FD 36184 (STB served May 24, 2018) (same), this Transaction, which involves the corporate restructurings of non-carrier entities, no mergers or consolidations, and no change in the ultimate controlling parent, the Board may find the transaction outside § 11323 as a non-cognizable change in control and could dismiss the notice.

adversely change service levels or result in significant operational changes. Because the Transaction is an internal corporate family transaction, it also will not affect the competitive balance with carriers outside the corporate family. Accordingly, the Transaction satisfies the requirements for the Board's notice of exemption procedure for intra-corporate family transactions pursuant to 49 C.F.R. §1180.2(d)(3).

The name, business address, and telephone number of the applicants:

Fortress Investment Group LLC
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

FTAI Infrastructure, Inc.
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

Wheeling & Lake Erie Railway Company
c/o FIG LLC
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

Akron Barberton Cluster Railway Company
c/o FIG LLC
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

Union Railroad Company
c/o FIG LLC
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

Gary Railway Company
c/o FIG LLC
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

Delray Connecting Railroad Company

c/o FIG LLC
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

Texas & Northern Railroad Company
c/o FIG LLC
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

Lake Terminal Railroad Company
c/o FIG LLC
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

East Ohio Valley Railway, LLC
c/o FIG LLC
c/o FIG LLC, 441 Ninth Avenue, 21st Floor
New York, New York 10001
(212) 789-6100

The name of Applicant's counsel:

William A. Mullins
Rose-Michele Nardi
Mullins Law Group PLLC
2001 L Street, N.W.
Suite 720
Washington, DC 20036
(202) 663-7850

49 CFR §1180.6(a)(1)(ii): *The proposed time schedule for consummation of the proposed transaction.*

The parties intend to consummate the Transaction as soon as practicable after the Notice becomes effective.

49 C.F.R. §1180.6(a)(1)(iii): *The purpose sought to be accomplished by the proposed transaction, e.g., operating economies, eliminating excess facilities, improving service, or improving the financial viability of the applicants.*

The Transaction will result in Wheeling HoldCo (f/k/a Transtar, LLC) having direct control of all the operating railroads in the corporate family. This will facilitate management and operating efficiencies.

49 C.F.R. §1180.6(a)(5): **A list of the State(s) in which any part of the property of each applicant carrier is situated.**

The Transaction involves the transfer of control of rail carriers W&LE and ABC from FIPRR2 to Wheeling HoldCo (f/k/a Transtar, LLC). W&LE is a Class II rail carrier that owns, leases, or operates over approximately 982 route miles of track in Ohio, Pennsylvania, West Virginia, and Maryland. ABC, a Class III carrier, operates over approximately 84 miles of track located entirely in the State of Ohio, in the vicinity of Akron. As a result of this Transaction, Wheeling HoldCo (f/k/a Transtar, LLC) will control eight rail carriers.

The other six Class III rail carriers operate in the following states: (1) URR's rail lines are located entirely in the state of the Commonwealth of Pennsylvania; (2) GRW's rail lines are located entirely in the State of Indiana; (3) TNRR's rail lines are located entirely in the State of Texas; (4) DCRR's rail lines are located entirely in the State of Michigan; (5) LTRR's rail lines are located entirely in the State of Ohio; and (6) EOVR's rail lines are located entirely in the State of Ohio.

49 C.F.R. §1180.6(a)(6): *Map (exhibit 1). Submit a general or key map indicating clearly, in separate colors or otherwise, the line(s) of applicant carriers in their true relations to each other, short line connections, other rail lines in the territory, and the principle geographic points in the region traversed.*

Maps showing the rail lines of the eight rail carriers described above are attached as Exhibit A.

49 C.F.R. §1180.6(a)(7)(ii): *Agreement (exhibit 2). Submit a copy of any contract or other written instrument entered into, or proposed to be entered into, pertaining to the proposed transaction.*

The Transaction will soon be authorized by the respective Board of Directors of the involved railroads pursuant to a resolution in substantially the form attached as Exhibit B.⁸

49 C.F.R. §1180.4(g)(1)(i): *Level of labor protection to be imposed.*

W&LE is a Class II rail carrier and ABC and the other railroad subsidiaries are Class III carriers. Because the Transaction involves one Class II rail carrier and one or more Class III carriers, the exemption is subject to the labor protection requirements of 49 U.S.C. §11326(b).

49 C.F.R. §1180.4(g)(3): *Transactions involving interchange commitments.*

The Transaction does not involve any interchange commitment affecting any of the subject rail carriers.

49 C.F.R. §1105.6: *Environmental impacts.*

Environmental documentation normally need not be prepared for transactions that do not cause operational changes in excess of the applicable thresholds set forth in 49 C.F.R. §1105.7(e)(4) or (5). See 49 C.F.R. §1105.6(c)(1). Because none of these thresholds will be exceeded, no environmental documentation is required.

Historical documentation is not required for “common control through stock ownership or similar action” if the transaction “will not substantially change the level of maintenance of

⁸ See Red River Valley & Western Railroad Company and Rutland Line, Inc. – Corporate Family Transaction Exemption, STB Finance Docket No. 35254, at 1 n.2 (STB served July 2, 2009); Fortress Investment Group LLC – Exemption for Intra-Corporate Family Transaction - Ohio River Partners Shareholder LLC, Katahdin Railcar Services, LLC, Union Railroad Company, Gary Railway Company, Delray Connecting Railroad Company, Texas & Northern Railroad Company, and Lake Terminal Railroad Company, Finance Docket No. 36576, at 3 n.5 (STB served Feb. 4, 2022).

railroad property.” 49 C.F.R. §1105.8(b)(3). Because no substantial change to such maintenance levels will occur, no historical documentation is required.

Respectfully submitted,

/s/ William A. Mullins

Williams A. Mullins
Rose-Michele Nardi
MULLINS LAW GROUP PLLC
2001 L Street, NW, Suite 720
Washington, DC 20036
Tel: (202) 663-7852

August 28, 2026

Attorneys for:
Fortress Investment Group LLC

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

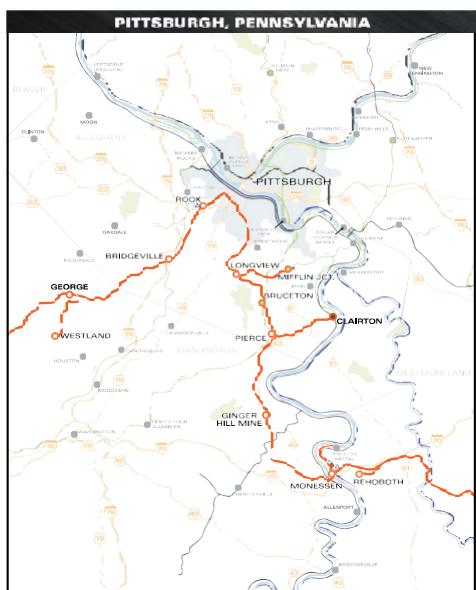
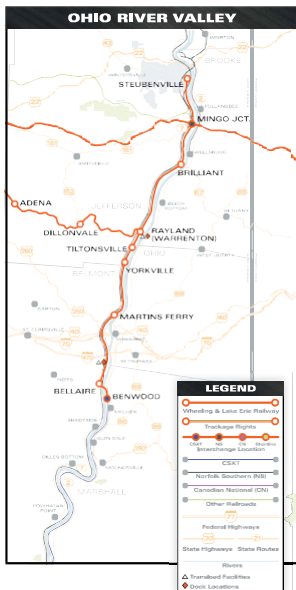
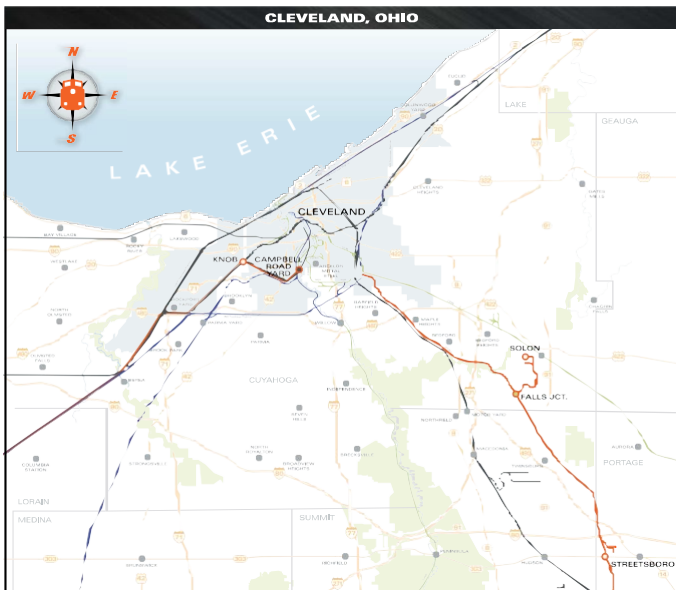
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EXHIBIT A

MAPS OF SUBJECT RAIL CARRIERS



System Map

Wheeling & Lake Erie RAILWAY COMPANY
Phone: 330.45.1901

100 East First Street | Brewster, Ohio 44613
www.wle.com

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Version 4.0 | 3/2019

Wheeling & Lake Erie RAILWAY COMPANY

Operating in Ohio, Pennsylvania,
West Virginia & Maryland

BREWSTER

Rooted in history. Moving successfully into the future.

The WLE is a historic company with the organization of the Carroll County Railroad in March 9, 1850. Today, WLE is the largest railroad based in Ohio and among the largest regional railroads in the country. Our service area includes 300 miles of track serving from Toledo Ohio to Rockville, Maryland.

WLE handles over 150,000 carloads per year on average in Ohio, Pennsylvania, West Virginia and Maryland. The company is present 100% internally owned, 90% for hire, and 10% for hire. WLE interchanges in several locations with three major Class I railroads: Canadian National, CSX Transportation, and Norfolk Southern, as well as 10 regional and shortline railroads.

Minerals and Coal
WLE handles several thousand carloads of mineral and coal every year. We haul shipments make a major to suppliers, pulverized limestone, cement and fair sand make a concrete mixers.

Customers also can benefit from rail to truck transload through six major WLE transload centers:

- Bullaire Harbor Services, LLC** – Bullaire, Ohio
This business, truckload, superload and bulk change of various bulk commodities including aggregates, limestone and fly ash.
- Olson Industrial, LLC** – Olson, Ohio
Olson operates a transload terminal at Rock Hill in western Pennsylvania. They are equipped to perform rail-to-truck and truck-to-rail transload including crushed rock and fair sand.
- Olson Industrial, LLC** – Olson, Ohio
Olson operates a transload terminal at Oak Ridge, Ohio. They are equipped to perform rail-to-truck and truck-to-rail transload including crushed rock and fair sand.
- Three Rivers Marine and Rail Terminals, LLC** – Three Rivers, Ohio
This business, truckload and superload at Marietta, Pennsylvania, on the Monongahela River. Capabilities include loading of coal, bulk ore, fair sand, cement and other bulk materials.
- Tidewater Logistics Corporation** – Shawnee, Ohio
Capabilities include the handling of limestone, fair sand, scrap iron and other bulk materials.
- Warren River Terminal, LLC** – Warren, Ohio
A major transload and superload in Warren, Ohio with direct access to the Ohio River. Capabilities include the handling of aggregates, coal, limestone, fair sand, scrap iron, steel rods, steel pipe, petroleum coke, pig iron, fair sand and other bulk materials.



Marcellus Shale
WLE has been successfully involved in the Marcellus Shale in recent years. WLE handles significant quantities of Marcellus Shale in the area, including natural gas liquids, fair sand, and aggregates every year using container flat cars, high cube trailers, flat cars and other bulk rail cars.

Utica Shale
Being the largest shale-based railroad and one of the largest regional railroads in the country, we have the capabilities and equipment to serve our customers' needs for the Utica Shale.

- Service seven days a week, with unattended customer service lines and a 24-hour dispatch center.
- Access to three class I carriers (CN, CSX and Norfolk) allows us to offer a full range of service.
- Good flexibility, including double berths when necessary.

Significant truck access, buildings and regular area in and out of the yard.

These facilities along the Ohio River with convenient highway access to the Ohio River and the Ohio River.

Ohio's Port of Cleveland at Massillon, Ohio, and the Ohio River at Massillon, Ohio.

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Lumber
WLE handles significant quantities of lumber every year using container flat cars, high cube trailers, flat cars and other bulk rail cars.

Eastwood Manufacturing – Oakville, Ohio
This business, truckload and superload at Marietta, Pennsylvania, on the Monongahela River. Capabilities include loading of coal, bulk ore, fair sand, cement and other bulk materials.

Metals
WLE handles significant quantities of metals every year using container flat cars, high cube trailers, flat cars and other bulk rail cars.

Petroleum Products
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Food and Grain
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Aggregates
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Chemicals
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Bulk Chemicals and Resins
Because Northeast Ohio is a frequent destination for many petroleum shipments for making compounds, blending, packaging, and finished operations, WLE handles several thousands of carloads of plastic resins and chemical every year. Shipments in covered hoppers include AMS Resins, polyethylene, polypropylene and other bulk chemicals.

Customer Service
WLE handles significant quantities of customer service every year using container flat cars, high cube trailers, flat cars and other bulk rail cars.

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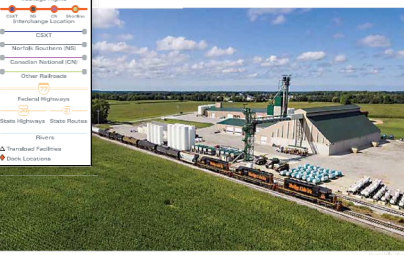
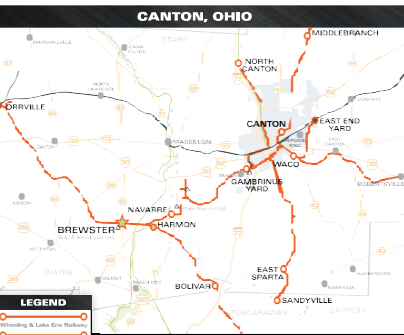
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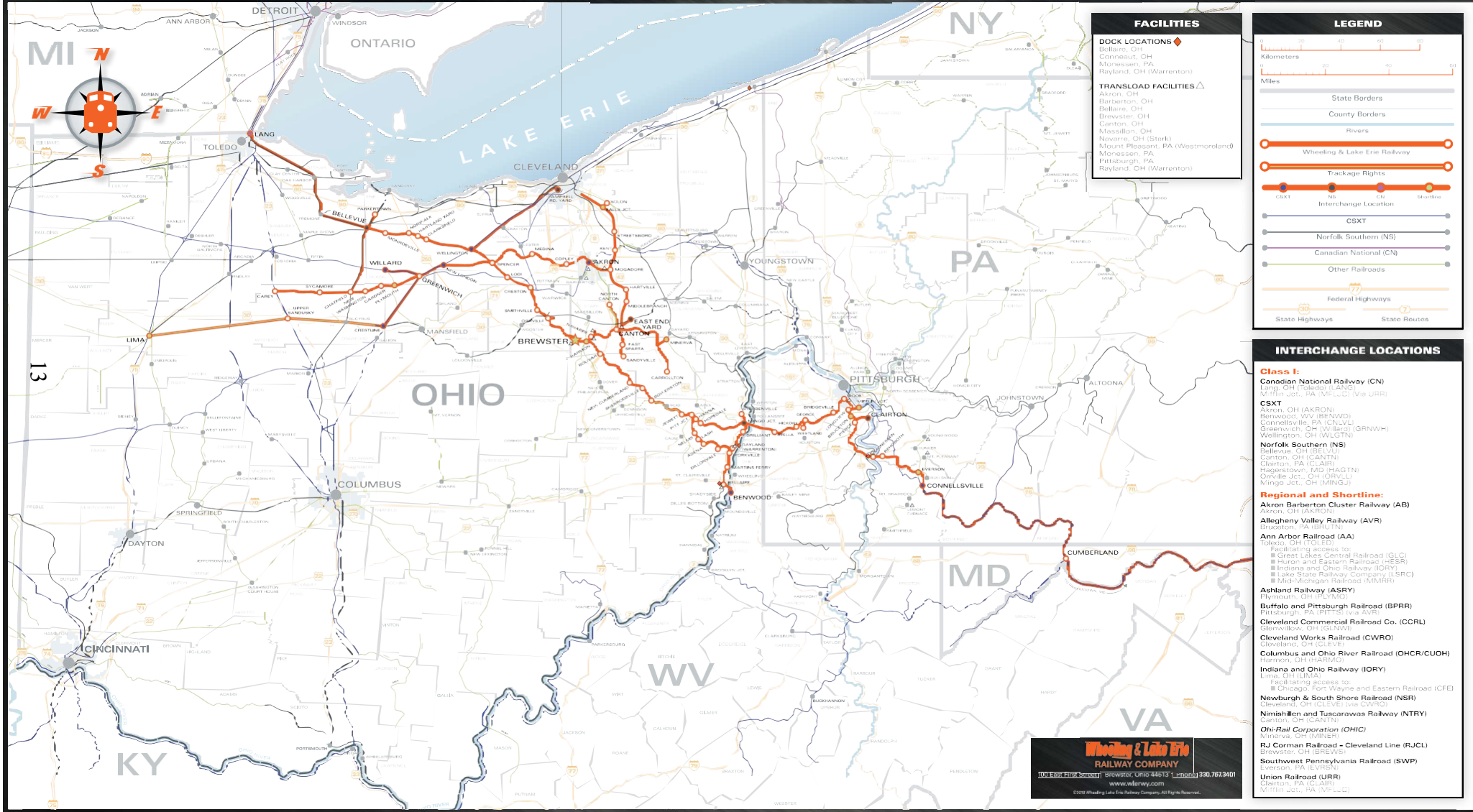
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Wheeling & Lake Erie

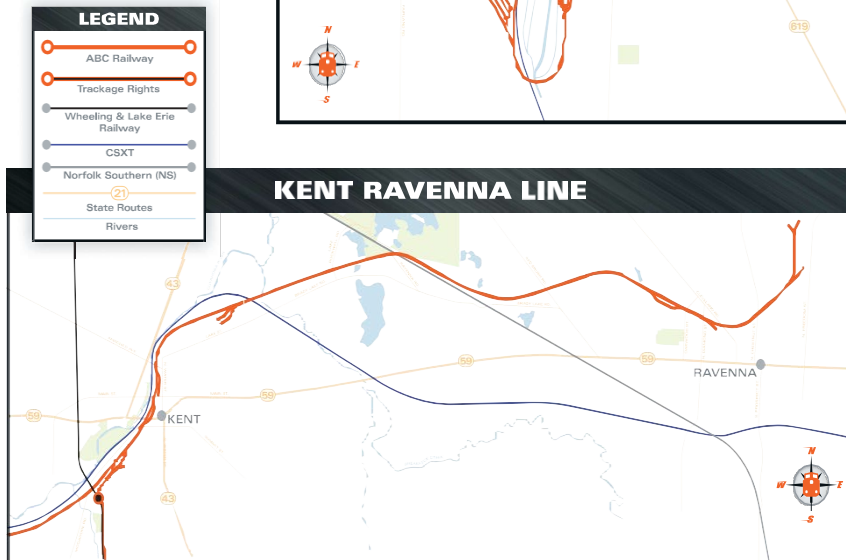
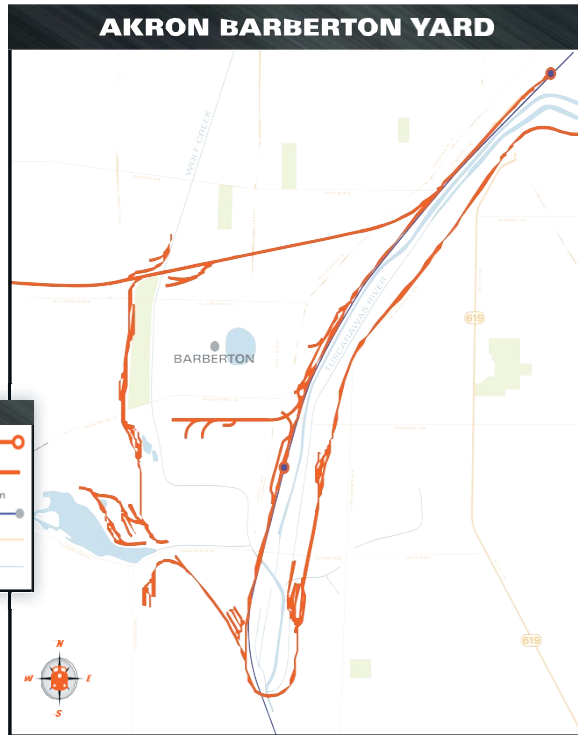
RAILWAY COMPANY





Courtesy: Alan Griffin

14



VALLEY METRO LINE

LEGEND

- ABC Railway
- Trackage Rights
- Wheeling & Lake Erie Railway
- Wheeling & Lake Erie Railway Interchange Location
- CSXT
- Cuyahoga Valley Scenic Railroad
- State Routes
- Rivers
- Brittain Yard

System Map

Akron Barberton Cluster RAILWAY COMPANY

Phone: 330.745.4431

43 2nd Street N.W. | Barberton, Ohio 44203

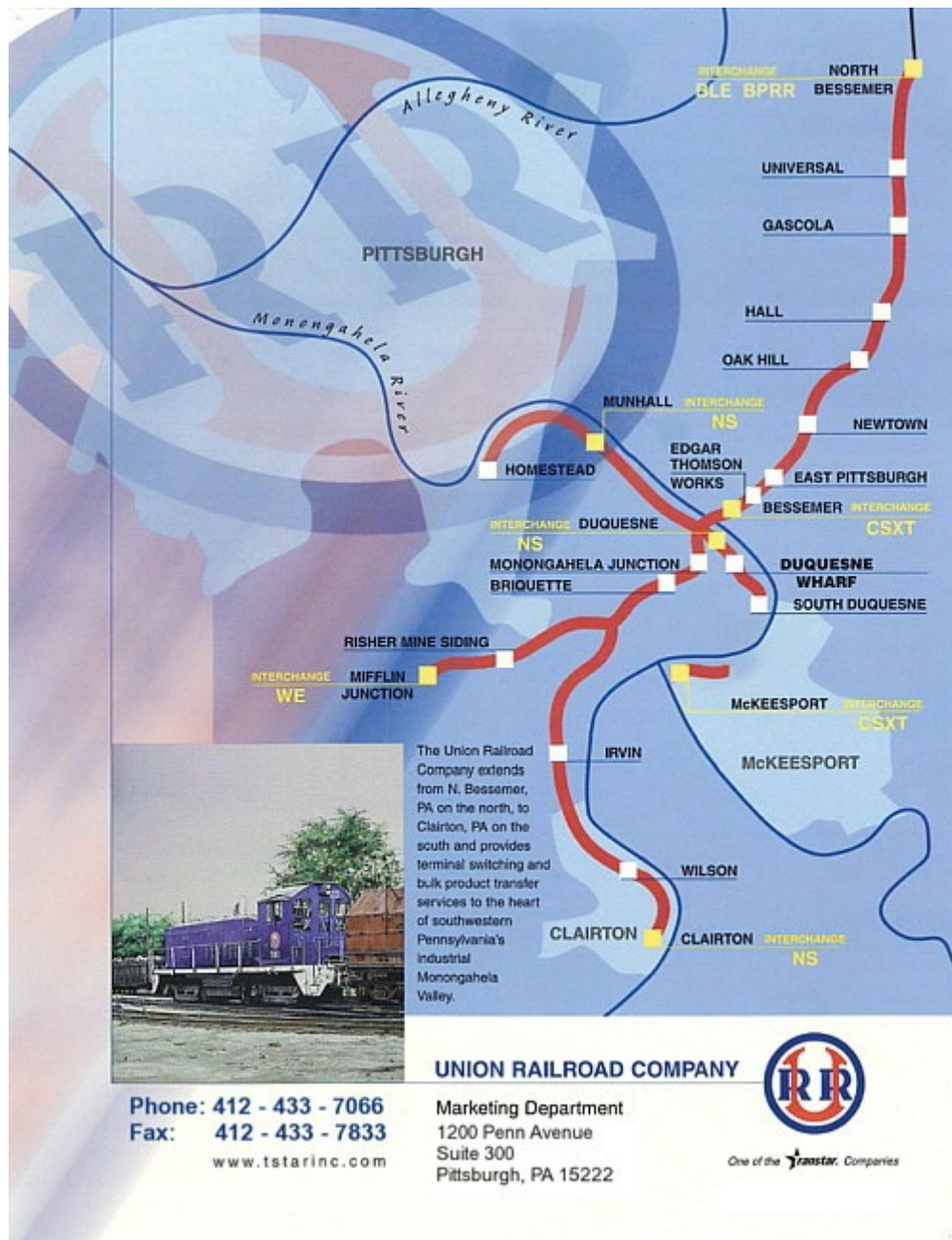
www.wferwy.com

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Version 1.0 | 10.31.18

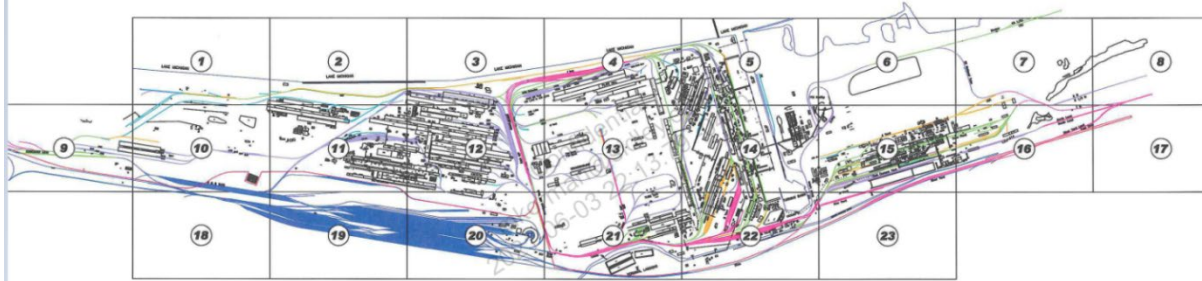
Akron Barberton Cluster RAILWAY COMPANY

A Class III Terminal
Switching Carrier Serving the
Greater Akron, Ohio Area

Union Railroad Company



Gary Railway Company



LEGEND

RED	FORMER EJ&E PROPERTY LINE
ORANGE	ABANDONED TRACK OWNED BY GRW
CYAN	ABANDONED TRACK OWNED BY USS
MAGENTA	TRACK OWNED BY GRW, MAINTAINED AT GRW EXPENSE
PURPLE	TRACK OWNED BY USS, MAINTAINED AT USS EXPENSE
GREEN	TRACK OWNED BY GRW, MAINTAINED AT USS EXPENSE
BLUE	TRACK OWNED BY CNIEJ&E

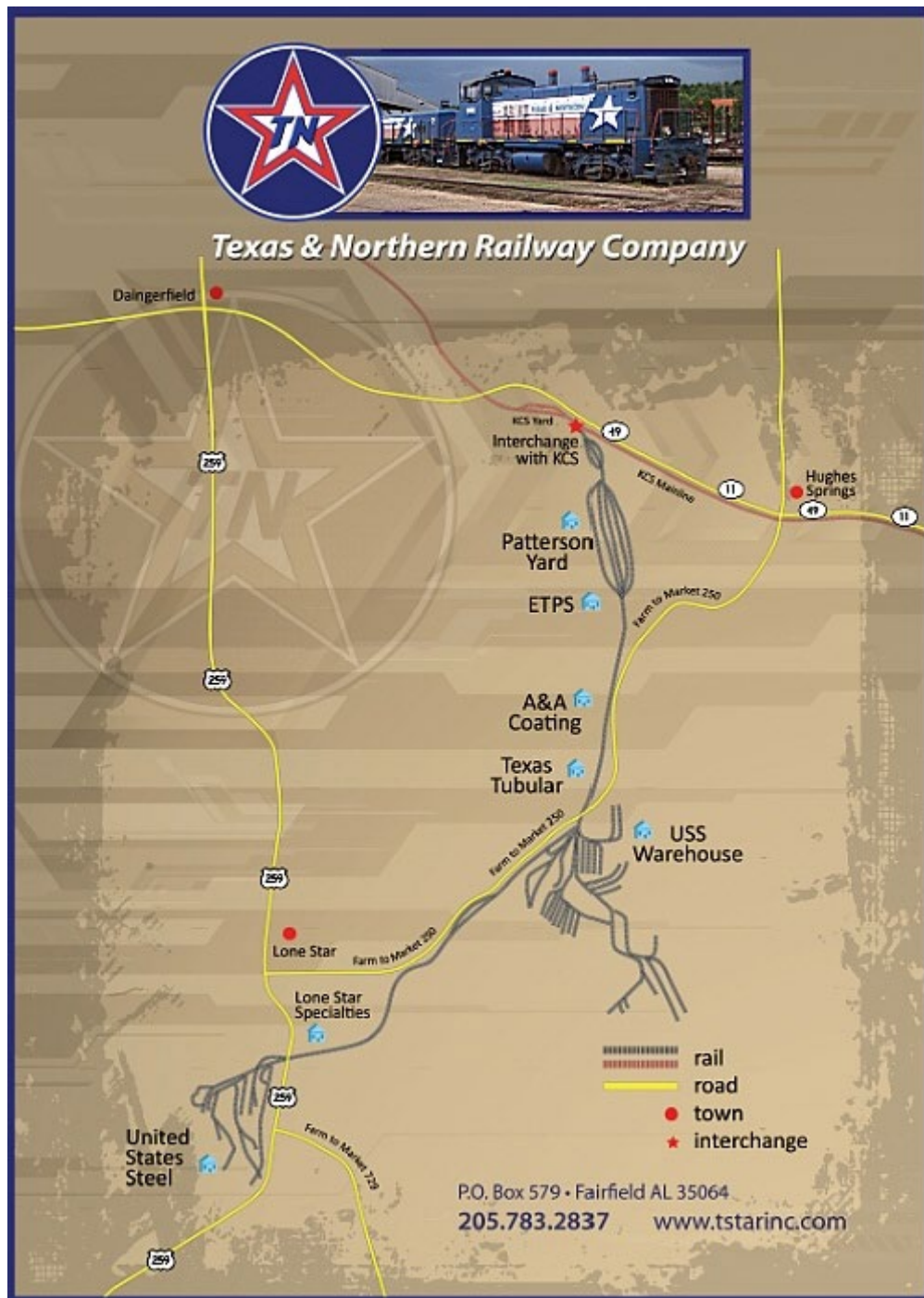


Gary Railway

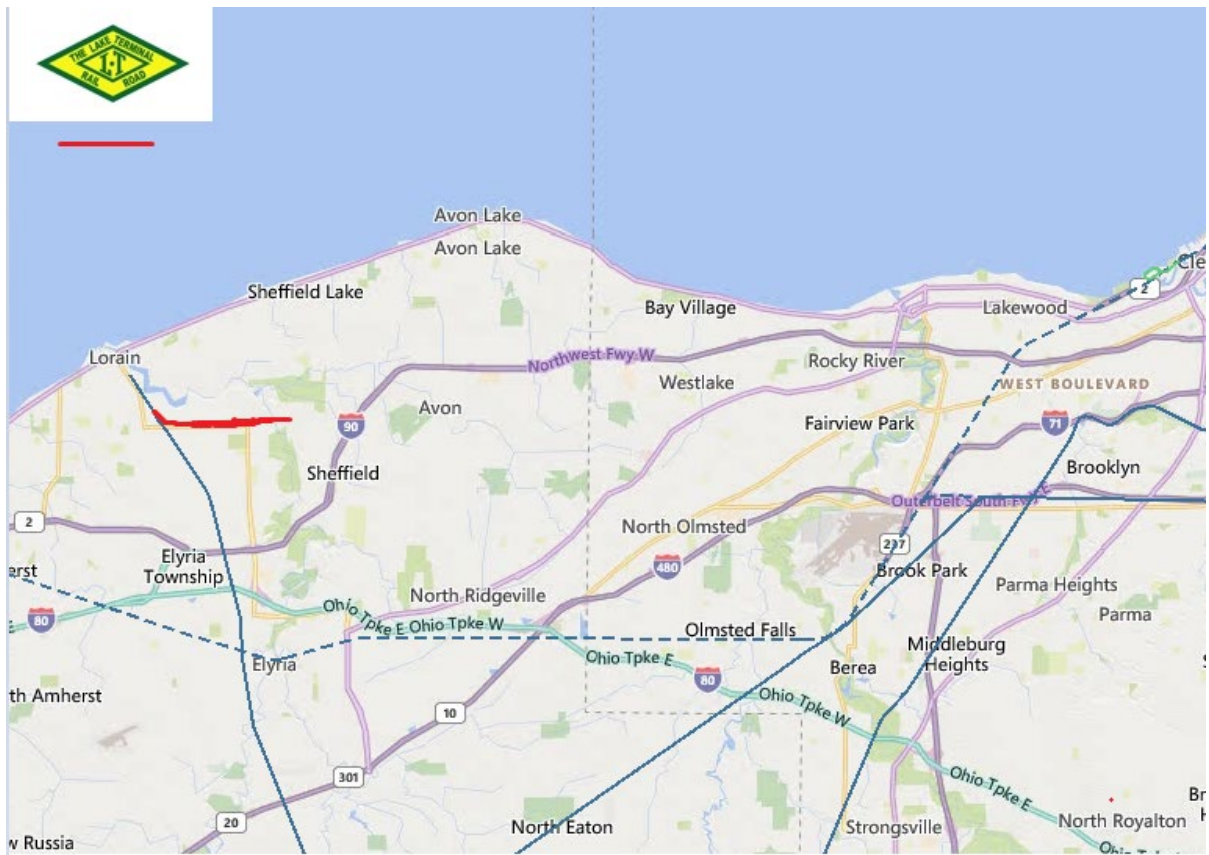
Delray Connecting Railroad Company



Texas & Northern Railroad Company



Lake Terminal Railroad Company



East Ohio Valley Railway



**BEFORE THE
SURFACE TRANSPORTATION BOARD**

DOCKET NO. FD 36951

**FORTRESS INVESTMENT GROUP LLC ET AL.
—INTRA-CORPORATE FAMILY TRANSACTION EXEMPTION—**

**VERIFIED NOTICE OF EXEMPTION
PURSUANT TO 49 C.F.R. 1180.2(d)(3)**

EXHIBIT B

CORPORATE RESOLUTION

**OMNIBUS ACTION BY WRITTEN CONSENT
OF
THE GOVERNING BOARDS
OF
THE WHEELING HOLDING COMPANY LLC,
FIP RR 2 LLC,
THE WHEELING CORPORATION,
AND
WHEELING & LAKE ERIE RAILWAY COMPANY, LLC**

[•], 2026

The undersigned, being (i) all the members of the board of managers of The Wheeling Holding Company LLC, a Delaware limited liability company (“Holdings”), acting pursuant to Section 18-404 of the Delaware Limited Liability Company Act and Section 3.2(b) of the Second Amended and Restated Limited Liability Company Agreement of Holdings, dated as of April 29, 2026, (ii) all the members of the board of directors of FIP RR 2 LLC, a Delaware limited liability company (“FIP RR”), acting pursuant to Section 18-404 of the Delaware Limited Liability Company Act and Section 3.4(a) of the Amended and Restated Limited Liability Company Agreement of FIP RR, dated as of November 13, 2025, (iii) all the members of the board of directors of The Wheeling Corporation, a Delaware corporation (“Wheeling”), acting pursuant to Section 141(f) of the Delaware General Corporation Law (“DGCL”) and Section 3.9 of the Second Amended and Restated Bylaws of Wheeling, dated as of May 28, 2026, and (iv) all the members of the board of directors of Wheeling & Lake Erie Railway Company, LLC, a Delaware limited liability company (“W&LE” and, together with Holdings, FIP RR and Wheeling, each a “Company” and collectively, the “Companies”), acting pursuant to Section 18-404 of the Act and Section 3.2(b) of the Limited Liability Company Agreement of W&LE, dated as of [•], 2026 (collectively with the board of managers or board of directors, as applicable, listed in clauses (i)-(iii), the “Governing Boards”), hereby adopt the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of each of the Governing Boards, as applicable, and direct that this action by written consent be filed with the minutes of the proceedings of each of the Governing Boards:

DISTRIBUTION AGREEMENT

WHEREAS, W&LE owns 22,242 shares of stock in Wheeling (the “Distributed Shares”);

WHEREAS, it has been proposed that W&LE and Wheeling enter into a Distribution Agreement, substantially in the form attached hereto as Exhibit A (the “Distribution Agreement”), pursuant to which, among other things, W&LE will distribute, assign, transfer, convey and deliver to Wheeling, and Wheeling will accept from W&LE, all of W&LE’s right, title and interest in and to the Distributed Shares;

WHEREAS, the Governing Board of each of W&LE and Wheeling has reviewed the form, terms and provisions of the Distribution Agreement; and

WHEREAS, the Governing Board of each of W&LE and Wheeling has determined that it is advisable for W&LE and Wheeling, as applicable, to enter into the Distribution Agreement and consummate the transactions contemplated thereby.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Distribution Agreement be, and they hereby are, approved and adopted by the Governing Board of each of W&LE and Wheeling in all respects; and

RESOLVED, FURTHER, that each of the officers of W&LE and Wheeling is hereby authorized, empowered and directed, in the name and on behalf of W&LE and Wheeling, as applicable, to execute and deliver the Distribution Agreement, to perform or cause the performance by W&LE and Wheeling, as applicable, of their obligations under the Distribution Agreement, to execute and deliver any other agreements, certificates, instruments or documents, in the name and on behalf of W&LE and Wheeling, as applicable, and to do and perform such other and further actions as such officers or any of them may deem necessary or appropriate in order to carry out the obligations of W&LE and Wheeling, as applicable, under the Distribution Agreement.

ASSIGNMENT AGREEMENT

WHEREAS, FIP RR owns (i) 100% of the limited liability company membership interests in Holdings and (ii) 54,239.381 shares of stock in Wheeling (the “Remaining Shares”);

WHEREAS, it has been proposed that FIP RR and Holdings enter into an Assignment Agreement, substantially in the form attached hereto as Exhibit B (the “Assignment Agreement”), pursuant to which, among other things, FIP RR will assign, transfer, convey and deliver to Holdings, and Holdings will accept and acquire from FIP RR, all of FIP RR’s right, title and interest in and to the Remaining Shares;

WHEREAS, the Governing Board of each of FIP RR and Holdings has reviewed the form, terms and provisions of the Assignment Agreement; and

WHEREAS, the Governing Board of each of FIP RR and Holdings has determined that it is advisable for each of FIP RR and Holdings, as applicable, to enter into the Assignment Agreement and consummate the transactions contemplated thereby.

NOW, THEREFORE, BE IT RESOLVED, that the form, terms and provisions of the Assignment Agreement be, and they hereby are, approved and adopted by the Governing Board of each of FIP RR and Holdings in all respects; and

RESOLVED, FURTHER, that each of the officers of FIP RR and Holdings is hereby authorized, empowered and directed, in the name and on behalf of FIP RR and Holdings, as applicable, to execute and deliver the Assignment Agreement, to perform or cause the performance by FIP RR and Holdings, as applicable, of their obligations under the Assignment Agreement, to execute and deliver any other agreements, certificates, instruments or documents, in the name and on behalf of FIP RR and Holdings, as applicable, and to do and perform such other

and further actions as such officers or any of them may deem necessary or appropriate in order to carry out the obligations of FIP RR and Holdings, as applicable, under the Assignment Agreement.

GENERAL AUTHORITIES

RESOLVED, FURTHER, that each of the officers of the Companies (the “Authorized Officers”) is hereby authorized, empowered and directed to take any and all such further action, to execute and deliver any and all such further agreements, instruments, documents and certificates and to pay such expenses, in the name and on behalf of the Companies, as applicable, or such Authorized Officer, as any such Authorized Officer may deem necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution and delivery of such agreements, instruments, documents and certificates and the payment of such expenses by any such officer to be conclusive evidence of his or her authorization hereunder and the approval thereof;

RESOLVED, FURTHER, that any and all actions taken by the Authorized Officers to carry out the purposes and intent of the applicable foregoing resolutions prior to their adoption are approved, adopted, ratified and confirmed in all respects; and

RESOLVED, FURTHER, that this action by written consent may be executed in counterparts, each of which shall be deemed an original and all of which together shall be deemed to constitute one and the same action by written consent.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned Governing Boards have executed this written consent as of the date first written above.

**The Board of Managers of:
THE WHEELING HOLDING
COMPANY LLC**

Kenneth Nicholson

Frank Carfora

**The Board of Directors of:
FIP RR 2 LLC**

Kenneth Nicholson

Demetrios Tserpelis

**The Board of Directors of:
THE WHEELING CORPORATION**

[•]

[•]

[•]

[Signature Page to Omnibus Action by Written Consent]

The Board of Directors of:
WHEELING & LAKE ERIE RAILWAY
COMPANY, LLC

[•]

[•]

[•]

[Signature Page to Omnibus Action by Written Consent]

VERIFICATION

I, David N. Brooks, certify under penalty of perjury that the statements made in the foregoing notice of exemption are true and correct to the best of my knowledge, information and belief. Further, I certify that I, as Secretary of Fortress Investment Group LLC, am qualified and authorized to cause the foregoing notice of exemption to be filed.

By: 
Name: David N. Brooks
Title: Secretary

Date: August 21, 2026